

**BYLAWS**  
**Bow Valley Calligraphy Guild Society**  
Calgary, Alberta

Alberta Corporate Access Number 502938517  
Date of Incorporation January 6, 1983  
Bylaws revised August 1, 2019 and October 5, 1995

**I. NAME AND OBJECTS**

**1.1 Name**

The name of the society is the Bow Valley Calligraphy Guild Society, hereinafter referred to as the BVCG or the Society.

**1.2 Objects**

The objects of the Society are:

- To promote appreciation, learning and sharing of calligraphy.
- To promote exhibition and other activities in the field of calligraphy.
- To promote public awareness of calligraphy.
- To lease, purchase or acquire facilities to house the Society and its library.
- To raise funds to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- To borrow funds and lease, mortgage, sell and dispose of property of the Society and establish a line of credit to achieve the objects of the Society.
- To use funds of the Society only according to and in pursuit of these objects or other charitable objects.

**1.3 Non-Profit Society**

The Society shall limit its activities to those which qualify the Society for non-profit status.

**II. MEMBERSHIP**

**2.1 Qualifications**

Any interested person who supports the objects of the Society and who pays the required annual membership fees qualifies for membership in the Society.

**2.2 Voting**

Each member shall be entitled to one vote at any General Meeting or Special Meeting of the Society. Voting shall be done by show of hands, unless a secret ballot is requested by any two members. Such votes may be made only by members present in person or present by proxy.

**2.3 Duration**

If any member is in arrears for membership fees for any year, such member shall automatically cease to be a member of the Society, and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated by payment of the membership fee. Society membership of any person shall be cancelled upon:

- (a) The person's request in writing to the board; or
- (b) The affirmative vote of three-quarters of all members of the Society present at a General Meeting, for any cause which such quorum may deem reasonable.

**2.4 Fees**

Annual membership fees shall be determined at the Annual General Meeting or a Special Meeting. Membership fees are non-refundable. The Board may create membership classifications with special or limited rights or privileges with fees more or less than the regular members pay.

### III. GENERAL MEETINGS

#### 3.1 *Annual General Meeting*

An Annual General Meeting of the Society shall be held on or before May 31 in each year. This meeting shall be held for the election of Directors, in accordance with Section 4.6 hereof. The Directors so elected shall form a Board and shall serve until their successors are elected and installed. The Annual General Meeting shall also be held for adopting the minutes of the last Annual General Meeting, considering the President's report, reviewing the financial statements setting out the Society's receipts, disbursements, assets and liabilities and the auditor's report, for the modification of bylaws, and for such other business as may be placed before the general membership by the Board.

#### 3.2 *General and Special Meetings*

Meetings of the Society shall be held at least five times per year and shall be called by the Secretary upon instructions of the President or Board. A Special Meeting shall also be called by the President or Secretary upon receipt of a petition signed by twenty percent of the members or twenty-five members, whichever is smaller, setting forth the reasons for calling such a meeting.

#### 3.3 *Notice*

Notice of the date, time, place, purpose and proposed actions to be taken during all Annual or Special Meetings shall be given in writing to all Society members at least twenty-one days in advance.

#### 3.4 *Quorum*

Ten Society members shall constitute a quorum to transact business at any Annual or General Meeting. Twenty Society members shall constitute a quorum to transact business at any Special Meetings. If a quorum is not present within one-half hour after the set time, the President shall terminate the meeting and the Board may, in its discretion, give notice of a replacement meeting in accordance with these Bylaws.

### IV. BOARD OF DIRECTORS

#### 4.1 *General*

The Board shall consist of a minimum of seven and maximum of twelve Directors. The number of Directors may be changed from time to time by an affirmative vote of three-quarters of the Society members present at any Annual, Special or General Meeting.

#### 4.2 *Duties*

Each Director shall be an Officer of the Society in accordance with Article V hereafter. The Board shall, subject to the Bylaws or direction given it by majority vote of the Society Members at any meeting properly called and constituted, assume the general management of all affairs, policies, programs and activities of the Society and maintain the Society's bank account. The Board shall provide regular and timely reports at General Meetings of the Society respecting the affairs, policies, programs and activities of the Society.

#### 4.3 *Board Meeting*

Meetings of the Board shall be held as often as may be required, but at least five times per year, and shall be called by the President. Notice of Board meetings shall be given to all Directors either verbally or in writing by an Officer at least one day prior to each such meeting. Special Board meetings may be called on the instructions of any two members thereof, provided they request the President to call such a meeting, and state the business to be brought before the meeting. Board meetings are open to all members provided advance notice is given to the President.

#### 4.4 *Quorum*

A majority of all directors on the Board shall constitute a Quorum to transact business.

**4.5 Voting**

Each Director has one vote. If there is a tie, the motion is defeated.

**4.6 Nomination and Election of Directors**

Nominations for Directors, and the offices associated with each such directorship, shall be made by a Nominating Committee composed of the chairperson, appointed by the Board, and at least one member-at-large, selected by such chairperson with the advice and consent of the Board. The Nominating Committee shall present a slate of nominees to the Annual General Meeting. Other nominations may be made from the floor during the election at the Annual General Meeting of the Society. Any Society Member in good standing is eligible for nomination to any office in the Society. All seconded nominations shall be voted upon with those nominated by the Nominating Committee. Voting shall be done in accordance with the procedures outlined in Section 2.2 above.

**4.7 Term**

Directors shall be elected for a term of one year. There shall be no restriction on the number of terms a Director may serve.

**4.8 Vacancies**

Any vacancy of a Director occurring during the year shall be filled by election at the next General Meeting. The successor shall serve the unexpired term of the vacant Directorship.

**4.9 Removal**

Any member of the Board may be removed from office for any cause which the Society deems reasonable, upon a three-quarters vote of the members present at a Special Meeting called for this purpose.

**V. OFFICERS**

**5.1 General**

The Officers of the Society shall constitute the Executive Committee, and shall provide regular and timely reports to the Board respecting the affairs, policies, program and activities of the Society.

**5.2 Positions**

The Society shall elect, under the provisions of Section 4.6 hereof, Directors of the Society to be Officers of the Society as follows: President, Vice-President, Secretary, Treasurer, Membership, Registrar, Managing Editor and Education Coordinator. The Society may elect, under the provisions of Section 4.6 hereof, Directors of the Society to be additional Officers of the Society having offices determined by the Board from time to time.

**5.3 Additional Officers**

Additional Officers, who are not Directors, may be appointed by the Board from the members of the Society to fulfill such duties as the Board may assign from time to time.

**5.4 Term**

Officers shall serve for a term of one year. No person shall serve more than eight consecutive one-year terms in the same position as Officer.

**5.5 President**

The President shall be ex-officio a member of all committees of the Society. The President, when present, chairs all meetings of the Society, the Board and of the Executive Committee. The President acts as the spokesperson for the Society. The President shall also perform all duties assigned to this office by the Board.

**5.6 Vice-President**

The Vice-President shall, in the absence of the President, chair all Board meetings and Society meetings. The Vice-President shall also perform all duties of the absent President and other duties as assigned to this office by the Board or the President.

**5.7 Secretary**

The Secretary shall keep the minutes of all Board meetings and Society meetings and shall make sure all notices of such meetings are sent. In case of the absence of the Secretary, such duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall file the annual return, changes in the directors of the organization, amendments to the bylaws and other incorporating documents with the Corporate Registry as required by the Bylaws, the Society Act, or any other applicable statute or laws.

**5.8 Membership Registrar**

The Membership Registrar shall keep a record of all the members of the Society and their addresses, and shall collect and receive the annual fees or assessments levied by the Society. All such monies shall be promptly turned over to the Treasurer for deposit in a Chartered Bank as hereinafter required.

**5.9 Treasurer**

The Treasurer shall receive all moneys paid to the Society and shall be responsible for the deposit of same in whatever chartered Bank the Board may direct. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The Treasurer shall carry out all other duties assigned by the Board.

**5.10 Managing Editor**

The Managing Editor shall be responsible for the publication and distribution of the Society newsletter and other publications as directed by the Board.

**5.11 Education Coordinator**

The Education Coordinator shall be responsible for the organization and promotion of classes, workshops and other educational activities. The Education Coordinator shall collect and receive fees levied for such educational activities, and all such moneys shall be promptly turned over to the Treasurer for deposit in a Chartered Bank as hereinafter required.

**5.12 Removal**

Any Officer may be removed from office by a vote of three-quarters of the Board.

**VI. FINANCE AND OTHER MANAGEMENT MATTERS**

**6.1 Remuneration**

No member, Director or Officer of the Society shall receive any remuneration for their services as a Member, Director or Officer. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

**6.2 Borrowing Powers**

The Society may borrow or raise funds to meet its objects and operations. The Board shall decide the amounts and ways to raise money, including giving or granting security. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

**6.3 Bank Account**

Under the direction of the Treasurer, the Society shall open and maintain a bank account to receive fees and other revenue from which expenses of the Society shall be paid. Disbursements shall be made by cheque and shall require the signature of any two of the following officers: President, Vice-President, Secretary or Treasurer.

**6.4 Audit**

The Financial accounts of the Society shall be audited annually by either a qualified accountant or by a committee appointed by the Board comprised of at least two Society members who are neither Directors nor Officers. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

**6.5 Fiscal Year**

The fiscal year of the Society ends on March 31 of each calendar year or such other time that the Board may from time to time determine.

**6.6 Books and Records**

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**6.7 Protection and Indemnity of Directors and Officers**

The Society shall indemnify each Director or Officer against all costs or charges that result for any act done as a Director or Officer of the Society. No Director or Officer shall be responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. The Society shall not indemnify any Director or Officer for acts of fraud, dishonesty, or bad faith by such Director or Officer.

**VII. AMENDING THE BYLAWS**

Amendments to these Bylaws or the Objects of the Society may only be made by a Special Resolution, being the vote of at least seventy-five percent of the Society Members present at an Annual General Meeting or any Special Meeting, where the twenty-one days' notice of the Annual General or Special Meeting of the Society includes details of the proposed resolution to change the Bylaws or the Objects. The amended Bylaws or Objects take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance for filing by the Corporate Registry of Alberta.

**VIII. TERMINATION OF THE SOCIETY**

Should it become necessary to terminate the Society, any property or funds remaining, after paying all debts, at the date of termination shall be donated to a registered and incorporated charitable organization. The Society shall select such organization by Special Resolution. Termination shall require the affirmative vote of seventy-five percent of members present. Under no circumstances shall any asset owned by the Society be distributed to any Member, Officer or Director of the Society.